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OF COUNSEL  
MITCHELL S. POLANSKY

April 10, 1996

**VIA FEDERAL EXPRESS #3307028995**

Cathy A. Mitchell, Corporate Specialist  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/15/96--01032--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: DeMar Enterprises, Ltd. (the "Partnership")  
Staton Operations, Inc. (the "General Partner")

Dear Ms. Mitchell:

Pursuant to our telephone conversation of Tuesday, April 9, 1996, enclosed are the following:

1. Copy of your letter dated March 28, 1996;
2. Original and one copy of the revised Certificate of Limited Partnership of DeMar Enterprises, Ltd.;
3. Original Certificate of Good Standing of the General Partner from the State of Delaware;
4. Check in the amount of \$70.00 payable to the Florida Department of State for registration of the General Partner;
5. Transmittal Letter; and,
6. Application by the General Partner for Authorization to Transact Business in Florida.

A Federal Express return envelope is enclosed for the return of the certified copies of the Certificate of Limited Partnership.

Thank you in advance for your prompt attention to this matter.

Sincerely,

  
James E. Hurley

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Enclosures  
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DIVISION OF CORPORATIONS

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: STATON OPERATIONS, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James E. Hurley, Esq.

(Name of Person)

Richards & Associates, P.A.

(Firm/Company)

2665 S. Bayshore Drive, Suite 900

(Address)

Miami, Florida 33133

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

James E. Hurley, Esq.

(Name of Person)

at ( 305 ) 858-9900

(Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

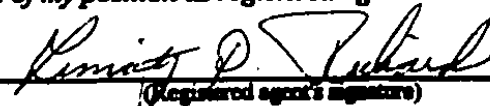
Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. STATON OPERATIONS, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. February 27, 1996  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2665 S. Bayshore Drive, Suite 900  
Miami, Florida 33133  
(Current mailing address)
8. Any lawful activity  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Timothy D. Richards, Esq.  
Office Address: 2665 S. Bayshore Drive, Suite 900  
Miami, Florida, 33133  
(Zip Code)
10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*  
  
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Albert H. Staton, Jr.

Address: 2665 S. Bayshore Drive, Suite 900  
Miami, Florida 33133

Director: Mary Jane Staton

Address: 2665 S. Bayshore Drive, Suite 900  
Miami, Florida 33133

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Albert H. Staton, Jr.

Address: Same as above

Vice President: Mary Jane Staton

Address: Same as above


Secretary: Timothy D. Richards

Address: 2665 S. Bayshore Drive, Suite 900  
Miami, Florida 33133

Treasurer: Mary Jane Staton

Address: Same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Timothy D. Richards, Secretary  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STATON OPERATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS  
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

7900165

DATE:

04-09-96